UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C.20549

FORM D NOTICE OF SALE OF SECURITIES **PURSUANT TO REGULATION D** SECTION 4(6), AND/OR

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RECD S.E.O. APR 2 5 2005 UNIFORM LIMITED OFFERING EXEMPTION Name of Offering (Check if this is an amendment and name has changed, and indicate change.) D&A U.S. Large Cap Growth Fund III, L.P. Filing under(Check box(es) that apply): Rule 504 Section 4(6) ULO **New Filing** Type of Filing: Amendment A.BASIC IDENTIFICATION DATA 1. Enter the information requested about the issuer Name of Issuer(XI Check if this is an amendment and name has changed, and indicate change.) D&A U.S. Large Cap Growth Fund III, L.P. Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number(Including Area Code) 10251 Vista Sorrento Parkway Suite 200 San Diego **CA 92121** 619-308-9700 Telephone Number(Including Area Code) Address of Principal Business Operations (If different from Executive Offices) (Number and Street, City, State, Zip Code) A CA LP organised to invest primarily in equities, bonds and cash Brief Description of Business: Type of Business Organization corporation limited partnership, already formed other (please specify): business trust limited partnership, to be formed MONTH YEAR Actual or Estimated Date of Incorporation or Organization: 0 0 X Actual Estimated 0 3 Jurisdiction of Incorporate of Organization: (Enter two-letter U.S. Postal Service abbreviation for state:

GENERAL INSTRUCTIONS

FEDERAL .

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C 77 d(6).

CN for Canada; FN for other foreign jurisdiction)

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mall to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washigton, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any Copies not manully signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied. In Parts A and B. Part E and Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a State requires the payment of a fee a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

> Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number

> > SEC 1972 (6/02)

A BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
 - i. Each promoter of the issuer, if the issuer has been organized within the past five years;
 - ii. Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
 - iii. Each executive officer and director of corporate issuers and of corporate general managing partners of partnership issuers; and
 - iv. Each general and managing partner of partnership issuers.

Check Box(es) that apply:	Promoter	Beneficial Owner	Executive Officer Director	K	General and /or Managing Partner
Full Name(Last name first, if	Individual)				
Dunham & Associates Securi	ties, Inc.				
Business or Residence Addr	ess	(Number and St	treet, City,State ,Zip Code)		1 1000
10251 Vista Sorrento Parkway	,Suite 200 San [Diego CA 92121			
Check Box(es) that apply:	Promoter	Beneficial Owner	Executive Officer Director	Ц	General and /or Managing Partner
Full Name(Last name first, if	Individual)				
Dunham Jeffrey A					
Business or Residence Addr	ess	(Number and St	treet, City,State ,Zip Code)		
10251 Vista Sorrento Parkway	,Suite 200 San [Diego CA 92121			
Charle Bayers) that apply	- Dramatar	Denoficial Owner	▼ Cuantina Office □ Director	_	Constelland (se
Check Box(es) that apply:	Promoter	Beneficial Owner	Executive Officer Director	Ц	General and /or Managing Partner
Full Name(Last name first, if	Individual)				<u> </u>
Iverson Denise					
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	,		Yes	No
1. Has	s the issuer sold, or does the Issuer Intend to sell, to non-accredited investors in this offering?		П	X
	Answer also in Appendix, Column 2, if filing under ULOE.			
2. Wh	nat is the minimum investment that will be accepted from any individual?	\$	\$ 250,000	0.00
			Yes	No
3. Doe	es the offering permit joint ownership of a single unit?		F	
comm If a pe state o	ter the information requested for each person who has been or will be paid or given, directly or indirectly, any nission or similar remuneration for solicitation of purchases in connection with sales of securities in the offering erson to be listed is an associated person or agent of a broker or dealer registered with the SEC and /or with a or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons that broker or dealer, you may set forth the information for that broker or dealer only.			
Full Na	ame (Last name first, if individual) Empire Financial Group, Inc.			
Busine	ess or Residence Address (Number and Street, City, State, Zip Code)			
	2170 West State Road 434, Suite 100, Longwood, FL 32779			
Name	of Associated Broker or Dealer Empire Financial Group, Inc.			
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Call Ma	ame (Last name first, if individual) H-Beck, Inc.			·
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	ess or Residence Address (Number and Street, City, State, Zip Code)			· ·
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Busine	ss or								City, State									
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Busine	ss or	Reside	ence /	ddres	s (Nu	mber a	and S	treet, (City, State	Zip	Code)						
							ge C	ourt.	Meridia	n.,II	D 836	42			 			
Name (of Ass	sociale	ed Bro	ker or	Deale	er 	Unite	ed He	ritage Fi	nan	cial S	ervices.	Inc.					·
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Full Name (Last name first, if individual) Walnut Street Securities, Inc.													
Business or Residence Address (Number and Street, City, State, Zip Code)													
13045 Tesson Ferry Road, B1-50,Saint Louis,,MO 63128													
Name of Associated Broker or Dealer	Walnut Street Securities, Inc.												
States in Which Person Listed has Solici	ted or Intends to Solicit Purchasers												
(Check "All States or check individual St	ites)	X All States											
[AL] [AK] [AZ] [AR	CA) CO CT CT DE DE	FLI [GA] [HI] [ID] [
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1. Enter the aggregate offering price of securities included in this offering and the total amount alreading Enter "0" if answer is "none" or "zero". If the transaction is an exchange offering, check this box indicate in the columns below the amounts of the securities offered for exchange and already experience.		and				
Type of Security		Δ	aggregate ering price		Αп	nount Already Sold
Debt	\$			\$	_	
Equity	\$			\$	_	
Common Preferred						
Convertible Securities(including warrants)	\$			\$	_	
Partnership Interests	\$	\$100	,000,000.00	\$	_	\$50,490,448.48
Other(Specify)	\$			\$		
Total	\$	\$100	,000,000.00	\$	_	\$50,490,448.48
Answer also in Appendix, Column 3, if filing under ULOE					-	
2.Enter the number of accredited and non-accredited investors who have purchased securities in this offening and the aggregate dollar amounts of their purchases. For offenings under Rule 504 indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero".			Number of Investors			Aggregate Dollar Amount of Purchases
Accredited Investors			61		\$	\$50,490,448.48
Non-accredited Investors		•	0	_	\$	\$0.00
Total(for filing under Rule 504 only)		-			\$	
Answer also in Appendix, Column 4, if filing under ULOE		-		_	Ť	
3. If this filing is for:an offening under Rule 504 0r 505, enter the information requested for all secured by the issuer, to date, in offenings of the types indicated, in the twelve(12) months prior to first sale of securities in this offening. Classify securities by type listed in Part C - Question 1.		3	- ,			
Type of offering			Type of securities			Dollar Amount Sold
Rule 505				-		
Regulation A					_	<u> </u>
Regulation 504					- 3	
Total					_	
4.a. Furnish a statement of all expenses in connection with the issuance and distribution of the se in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, for estimate and check the box to the left of the estimate.	rmati	on				
Transfer Agent's Fees						\$0.00
Printing and Engraving Costs					F	\$1,000.00
Legal Fees						\$4,000.00
Accounting Fees						\$0.00
Engineering Fees						\$0.00
Sales Commissions (specify finders' fees separately)						\$1,000,000.00
Other Expenses(Identify)						\$0.00
Total						\$1,005,000.00
					_	

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Question 1 and total expenses furnished in response to Part C- Question 4.a. This difference is \$98,995,000.00 the "adjusted gross proceeds to the issuer." 5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C- Question 4.b. above. Payments to Officers, Directors, & Payments to **Affillates** Others Salaries and fees..... \$500,000.00 \$430,000.00 \$0.00 Purchase of real estate..... \$ Purchase, rental or leasing and installation of machinery and equipment...... \$ \$0.00 Construction or leasing of plant buildings and facilities..... \$0.00 \$0.00 Acquisition of other business (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)..... \$0.00 Repayment of indebtedness..... \$0.00 working capital..... \$98,065,000.00 \$0.00 Other(specify): \$ \$0.00 Column Totals..... \$98,495,000.00 \$500,000.00 98,995,000.00 Total Payments Listed(column totals added)..... **D.FEDERAL SIGNATURE** The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502. Issuer(Print or Type) Signature Date D&A U.S. Large Cap Growth Fund III, APR 1 4 2005 L.P. Title of Signer(Print or Type) Name of Signer(Print or Type) Chief Financial Officer **Denise Iverson** ATTENTION_ Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C.1001.

LANC OFFERING PRICE NUMBER OF INVESTORS EXPENSES AND USE OF PROCEEDS

b. Enter the difference between the aggregate offering price given in response to Part C-

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SEC 1972 (6/02)

E. STATE SIGNATURE

1. Is any party described in 17 CFR 230.262 presently subject to any disqualification	
provisions of such rule?	Yes No

See Appendix, Column 5, for state response

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D(17 CFR 239.500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform Limited Offering Exemption(ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer(Print or Type) D&A U.S. Large Cap Growth Fund III, L.P.	Signature 1 State of the state	Date APR 1 4 2005
Name(Print or Type)	Title(Print or Type)	
Denise Iverson	Chief Financial Officer	

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

1	Intend to sell to non-accredited investors in State		3 Type of Security and aggregate offering price offered in state	4 Type of investor and amount purchased in State					5 Disqualification under State ULOE (if yes, attach explanation of waiver grated)	
State	Yes	No	Partnership Interest \$ 100,000,000.00	Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No	
AL										
AK										
AZ AR										
CA	x			42	8,048,794.05				X	
co		 		42	8,048,794.05					
СТ	X			2	403,039.46				X	
DE				<u>*</u>	\$ 403,039,40					
DC				· · · · · · · · · · · · · · · · · · ·						
FL	X			2	1,294,050.33				X	
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APPENDIX

1	Intend to sell to non-accredited investors in State		3 Type of Security and aggregate offering price offered in state	Type of investor and amount purchased in State				5 Disqualification under State ULOE (if yes, attach explanation of waiver grated)	
State	Yes	No	Partnership Interest \$ 100,000,000.00	Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No
мт	х			1	\$ 80,000.00				X
NE									
NV	X			10	38,531,056	:			X
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Foreign Investments total \$